

EXHIBIT A

- 1 -

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

Case No. 05-44481 (RDD); Adv. Proc. No. 07-02619 (RDD);
Adv. Proc. No. 07-02242 (RDD); Adv. Proc. No. 07-02256 (RDD);
Adv. Proc. No. 07-02333 (RDD); Adv. Proc. No. 07-02580 (RDD);
Adv. Proc. No. 07-02661 (RDD); Adv. Proc. No. 07-02743 (RDD);
Adv. Proc. No. 07-02768 (RDD); Adv. Proc. No. 07-02769 (RDD);
Adv. Proc. No. 07-02790 (RDD); Adv. Proc. No. 07-02076 (RDD);
Adv. Proc. No. 07-02084 (RDD); Adv. Proc. No. 07-02096 (RDD);
Adv. Proc. No. 07-02125 (RDD); Adv. Proc. No. 07-02177 (RDD);
Adv. Proc. No. 07-02188 (RDD); Adv. Proc. No. 07-02211 (RDD);
Adv. Proc. No. 07-02212 (RDD); Adv. Proc. No. 07-02236 (RDD);
Adv. Proc. No. 07-02250 (RDD); Adv. Proc. No. 07-02262 (RDD);
Adv. Proc. No. 07-02270 (RDD); Adv. Proc. No. 07-02291 (RDD);
Adv. Proc. No. 07-02328 (RDD); Adv. Proc. No. 07-02337 (RDD);
Adv. Proc. No. 07-02348 (RDD); Adv. Proc. No. 07-02432 (RDD);
Adv. Proc. No. 07-02436 (RDD); Adv. Proc. No. 07-02449 (RDD);
Adv. Proc. No. 07-02479 (RDD); Adv. Proc. No. 07-02525 (RDD);
Adv. Proc. No. 07-02534 (RDD); Adv. Proc. No. 07-02539 (RDD);
Adv. Proc. No. 07-02551 (RDD); Adv. Proc. No. 07-02581 (RDD);
Adv. Proc. No. 07-02597 (RDD); Adv. Proc. No. 07-02618 (RDD);
Adv. Proc. No. 07-02623 (RDD); Adv. Proc. No. 07-02659 (RDD);
Adv. Proc. No. 07-02672 (RDD); Adv. Proc. No. 07-02702 (RDD);
Adv. Proc. No. 07-02723 (RDD); Adv. Proc. No. 07-02743 (RDD);

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 2 -

1 Adv. Proc. No. 07-02744 (RDD); Adv. Proc. No. 07-02750 (RDD);
2 Adv. Proc. No. 07-02188 (RDD)
3 - - - - -x
4 In the Matter of:
5 DPH HOLDINGS CORP., et al.,
6 Reorganized Debtors.
7 - - - - -x
8 DELPHI CORPORATION, et al.,
9 Plaintiffs,
10 -against-
11 SETECH INC., et al.,
12 Defendants.
13 - - - - -x
14 DELPHI CORPORATION, et al.,
15 Plaintiffs,
16 -against-
17 DUPONT COMPANY, et al.,
18 Defendants.
19 - - - - -x
20 DELPHI CORPORATION, et al.,
21 Plaintiffs,
22 -against-
23 ECO-BAT AMERICA LLC,
24 Defendant.
25 - - - - -x

- 3 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 GLOBE MOTORS INC.,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 PHILIPS SEMICONDUCTOR, et al.,

12 Defendants.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 SUMMIT POLYMERS INC.,

18 Defendant.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 M & Q PLASTIC PRODUCTS, et al.,

24 Defendants.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 4 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 RSR CORPORATION, et al.,

6 Defendants.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 RSR/ECOBAT,

12 Defendant.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 TYCO et al.,

18 Defendants.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 AHAUS TOOL & ENGINEERING INC.,

24 Defendant.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 5 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 A 1 SPECIALIZED SVC & SUPP., INC.,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 A-1 SPECIALIZED SERVICES,

12 Defendant.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 ATS AUTOMATION TOOLING SYSTEMS INC., et al.,

18 Defendants.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 CORNING INC., et al.,

24 Defendants.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 6 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 CRITECH RESEARCH INC.,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 DOSHI PRETTL INTERNATIONAL, et al.,

12 Defendants.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 D & R TECHNOLOGY LLC, et al.,

18 Defendants.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 DSSI, et al.,

24 Defendants.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 7 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 DANOBAT MACHINE TOOL CO. INC.,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 EDS, et al.,

12 Defendants.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 BP, et al.,

18 Defendants.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 CARLISLE, et al.,

24 Defendants.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 8 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 GKNS INTERMETALS,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 EX-CELL-O MACHINE TOOLS INC.,

12 Defendant.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 JOHNSON CONTROLS, et al.,

18 Defendants.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 NILES USA INC., et al.,

24 Defendants.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 9 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 METHODE ELECTRONICS INC., et al.,

6 Defendants.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 MICROCHIP,

12 Defendant.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 HEWLETT PACKARD, et al.,

18 Defendants.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 OLIN CORP,

24 Defendant.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 10 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 INTEC GROUP,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 VALEO, et al.,

12 Defendants.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 VANGUARD DISTRIBUTORS,

18 Defendant.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 VICTORY PACKAGING, et al.,

24 Defendants.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 11 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 WAGNER-SMITH COMPANY,

6 Defendant.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 WELLS FARGO BUSINESS, et al.,

12 Defendants.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 SELECT TOOL & DIE CORP.,

18 Defendant.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 SHUERT INDUSTRIES INC.,

24 Defendant.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 12 -

1 - - - - -x
2 DELPHI CORPORATION, et al.,
3 Plaintiffs,
4 -against-
5 SUMITOMO, et al.,
6 Defendants.
7 - - - - -x
8 DELPHI CORPORATION, et al.,
9 Plaintiffs,
10 -against-
11 TECH CENTRAL,
12 Defendant.
13 - - - - -x
14 DELPHI CORPORATION, et al.,
15 Plaintiffs,
16 -against-
17 PRUDENTIAL RELOCATION, et al.,
18 Defendants.
19 - - - - -x
20 DELPHI CORPORATION, et al.,
21 Plaintiffs,
22 -against-
23 LDI INCORPORATED,
24 Defendant.
25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 13 -

1 - - - - -x

2 DELPHI CORPORATION, et al.,

3 Plaintiffs,

4 -against-

5 M & Q PLASTIC PRODUCTS, et al.,

6 Defendants.

7 - - - - -x

8 DELPHI CORPORATION, et al.,

9 Plaintiffs,

10 -against-

11 REPUBLIC ENGINEERED PRODUCTS, et al.,

12 Defendants.

13 - - - - -x

14 DELPHI CORPORATION, et al.,

15 Plaintiffs,

16 -against-

17 RIECK GROUP LLC,

18 Defendant.

19 - - - - -x

20 DELPHI CORPORATION, et al.,

21 Plaintiffs,

22 -against-

23 CRITECH RESEARCH INC.,

24 Defendant.

25 - - - - -x

VERITEXT REPORTING COMPANY

212-267-6868

www.veritext.com

516-608-2400

- 14 -

U.S. Bankruptcy Court
300 Quarropas Street
White Plains, New York

July 22, 2010

10:20 AM

B E F O R E:

HON. ROBERT D. DRAIN

U.S. BANKRUPTCY JUDGE

DPH HOLDINGS CORP., et al.

- 103 -

1 this point, but to me the Constitutional issue, you know, the
2 due-process issue here, is not so much the running of time as
3 the issue of whether and how the defendants got notice of the
4 Rule 4 motions. If they didn't get notice, then it's wide
5 open. If they did get notice, I think there's a 60(b) hurdle.
6 But if they didn't get notice, it's wide open and I should look
7 at it as whether, you know, it was appropriate to have entered
8 those orders. And they should have all their -- you know,
9 their right to say they shouldn't have been entered.

10 MS. SCHWEITZER: Right. Your Honor, I think Your
11 Honor -- as you're raising, there are very difficult questions
12 raised when you look at both sides of this argument. You
13 raised several points and I'd like to take some of them in
14 turn. The first one is just the raising of the 4(m) and the
15 fact the Supreme Court has said that there's no per se due-
16 process violation in terms of changing a statute of
17 limitations. That's said in the context of policy decisions of
18 policymakers making a uniform decision that 'We're going to
19 change the rule. We're going to change the law because BP has
20 now intoxicated the entire Gulf of Mexico and we need to say
21 it's not fair that people have a year to bring those claims.'
22 There's been no grand policy decisions here.

23 And in fact the debtors didn't need more time to bring
24 the claims. The debtors said 'I'll file these claims in a
25 timely manner.'

DPH HOLDINGS CORP., et al.

- 104 -

1 THE COURT: But, I mean, a policy could be un-
2 Constitutional too. I mean, Congress may say that we want to,
3 you know -- well --

4 MS. SCHWEITZER: Right.

5 THE COURT: -- that 'We decide as a policy matter to
6 legalize slavery. You know, that clearly violate the due-
7 process clause. It's a policy decision, but --

8 MS. SCHWEITZER: Right.

9 THE COURT: So I don't --

10 MS. SCHWEITZER: But --

11 THE COURT: I mean, I think the point is that the
12 statute of limitations, I don't believe, is the type of
13 interest that's protected by due process.

14 MS. SCHWEITZER: But I think that there's two
15 different things that happen here to the debtors is that they
16 claim that they satisfied the statute of limitations. They
17 said 'We filed these timely,' right? And 'We met the two and a
18 half year deadline.'

19 THE COURT: Right.

20 MS. SCHWEITZER: 'But what we want to do after that
21 point is put these in a drawer, put them under lock and seal
22 and affirmatively not tell people about these claims' in two
23 different ways: in filing these extension motions without
24 particularized notice, and I'll get to that; and the second way
25 is affirmatively sealing not only the complaint, which we now

DPH HOLDINGS CORP., et al.

- 105 -

1 know contains no confidential information, no commercial reason
2 that you need to sell this complain other than to let someone
3 know it doesn't exist.

4 THE COURT: Right.

5 MS. SCHWEITZER: And they not only sealed that, but
6 they actually sealed the docket itself so that any diligent
7 counterparty who regularly searches the federal docket to find
8 out if they've been sued and whether it's because they're
9 selling their company or because they want to take reserves or
10 because they want to do whatever they do in the ordinary
11 course, could not find this docket.

12 And the debtors' explanation for that is they want to
13 preserve business relationships with folks, folks I assume like
14 HP who has continued to do business with them.

15 THE COURT: I understand, but to me that all goes to
16 laches. I mean, it just -- it strikes me that tomorrow
17 Congress could say that for debtors-in-possession the two-year
18 period is a six-year period. And there's nothing that you all
19 could do about that.

20 MS. SCHWEITZER: But the fact --

21 THE COURT: I mean, you could vote out your
22 congressmen, but that would be it.

23 MS. SCHWEITZER: Right, and -- fair enough, but I
24 think that the answer there is that if you -- that these
25 arguments definitely do bleed into each other. And whether you

DPH HOLDINGS CORP., et al.

- 106 -

1 want to say it's per se laches, which you can, again, decide on
2 a motion to dismiss, that there are facts that are common to
3 people, right? That the complaints themselves were hidden from
4 everyone for two and a half years.

5 Rule 4(m) is an extension of time to serve people, not
6 to not serve people. They asked for permission not to serve
7 people. And what they said in their original motions, which is
8 probably different than how it played out, was, 'We want to
9 preserve business relationships. We want to work with
10 people --

11 THE COURT: No, I understand that point and it seems
12 to me it may make more sense to move from, sort of, the basic
13 due process argument that you started out with to the point
14 that the order shouldn't have been entered in the first place
15 and can be looked at, you know, on a blank slate for those who
16 didn't get notice of them.

17 MS. SCHWEITZER: Right. Well, I think that -- so
18 let's take the notice argument, because I know that is another
19 thing you raised and it's a fair point. There are certain
20 defendants in the room such as Mr. Gottfried whose clients were
21 not creditors of the estate at all. They didn't appear; they
22 weren't creditors; they closed their books; they weren't on
23 notice of the motion. I think that's the most extreme version
24 of 'I, A, didn't know there was a claim against me, I didn't
25 even know I had to hire a lawyer to monitor this bankruptcy

DPH HOLDINGS CORP., et al.

- 107 -

1 case and I certainly was never told of the extension of
2 times' --

3 THE COURT: Right.

4 MS. SCHWEITZER: -- 'so I didn't have an opportunity
5 to contest that.' I, quite frankly, think that's the slam
6 dunk, right? Because you look at that and you say --

7 THE COURT: Well, it's a slam dunk as far as looking
8 at the order as brand new. I don't think it necessarily means
9 that the orders aren't effective as to that person; it just
10 means that that person can raise whatever issue they want as to
11 that order -- as to those orders.

12 MS. SCHWEITZER: Right. And I would happily go into
13 the arguments as looking as the orders as brand new, but I do
14 want to be respectful of not dupli --

15 THE COURT: I'm sorry. The arguments of?

16 MS. SCHWEITZER: Of looking at each of these orders
17 brand new and how they played out --

18 THE COURT: Okay.

19 MS. SCHWEITZER: I do want to be respectful of the
20 fact that Mr. Winsten was going to address --

21 THE COURT: All right.

22 MS. SCHWEITZER: -- those arguments, so --

23 THE COURT: Okay.

24 MS. SCHWEITZER: -- I won't step on that point.

25 THE COURT: That's fine.

DPH HOLDINGS CORP., et al.

- 118 -

1 we've been sued and what the notice is. When you look at the
2 sufficiency of the complaints --

3 THE COURT: Well, that's a separate issue. I
4 understand that issue. That's a separate issue.

5 MS. SCHWEITZER: I think it's a separate issue, but I
6 think that -- I mean, first, my answer would be yes. You can
7 take notice of the fact that there's a passage of time, that
8 there's been not only two things, a lack of notice -- a lack of
9 adequate notice, and not only a lack of notice but a concerted
10 effort to hide the complaints, coupled with the fact of the
11 passage of time and the things that have happened over that
12 time, the defendants didn't have an opportunity during this
13 time to use those complaints to their advantage, quite frankly.
14 That the -- whether to get information from the debtors before
15 the business were sold and, quite frankly, taking the debtors'
16 explanation at face value, 'We wanted to preserve business
17 relationships because we didn't want adverse consequences to
18 flow from the knowledge that these complaints existed.'

19 What did that mean? People could have said, 'I'm
20 doing business with you and I don't want to keep doing business
21 with you.' 'I'm doing business with you but I want these
22 claims settled, as a part of doing business with you.' 'I'm
23 not doing business with you, but I would happily trade away
24 some of these claims for doing business with you.' 'I got a
25 plan in the mail but you know what? Everything is going so

DPH HOLDINGS CORP., et al.

- 119 -

1 smoothly with you, I'm going to say' --

2 THE COURT: But, again, isn't that on a case-by-case
3 basis? I mean, I -- as far as I can see, there's one case that
4 concludes that 4(m) relief was improperly granted and that case
5 wasn't on due process grounds. The Ninth Circuit just said,
6 'You know, we don't really set a standard for when it's
7 improperly granted, but it was improperly granted.' So, I
8 mean, it just seems to me that it's much more of a case-by-case
9 analysis, depending on the, you know, the harm that happened to
10 people.

11 MS. SCHWEITZER: Right. Well, I guess --

12 THE COURT: With the exception -- let me stop you.

13 MS. SCHWEITZER: Okay.

14 THE COURT: With the exception that under Rule
15 60(b)(4), if someone really didn't get notice of the extension
16 motions, then it would seem to me they should be able to argue
17 to me as if the motions were being made right now, although
18 I'll hear the debtors on that. But, that seems to be the way
19 to look at it.

20 MS. SCHWEITZER: Right. Well, Your Honor --

21 THE COURT: And then, the notice that would trigger
22 the Rule 60(b)(4) analysis would be due process notice and
23 consistent with not only Espinosa, but Mulane and the like.
24 It's true, if -- if the notice was buried or confusing or the
25 like, then I would understand that, too, as a violation of due